

# **EXHIBIT B**

## **to 4th Qtrly**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et. al.</i> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: January 24, 2011 @ 4:00 p.m.
	)	Hearing Date: Only if Objection is Timely Filed

**NINTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP  
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	November 1, 2010, through November 30, 2010
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 5,030.00
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% <sup>1</sup> ) sought as actual, reasonable and necessary:	CDN \$ 653.90

This Applicant's Ninth Monthly Application.

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<sup>1</sup> On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:**

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75	\$ 10,399.55	\$ 78,943.00	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$6,840.00	\$ 897.99	Pending	Pending

**Fee Detail by Professional for the Period of November 1, 2010, through November 30, 2010:**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 22 Years 1988	\$475.00	6.80	\$ 3,230.00
Matthew G. Moloci	Partner, 12 Years 1998	\$375.00	3.60	\$ 1,350.00
Cindy Yates	Law Clerk, 25 years, 1985	\$90.00	5.00	\$ 450.00
<b>Grand Total</b>			<b>15.40</b>	<b>\$ 5,030.00</b>
Blended Rate				\$326.62

**Monthly Compensation by Matter Description for the Period of November 1, 2010, through November 30, 2010:**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (CDN \$)</b>
04 - Case Administration	8.65	\$ 3,828.75
11 - Fee Applications, Applicant	5.75	\$ 756.25
12 - Fee Applications, Others	0.10	47.50
14 - Hearings	N/A	0.00
16 - Plan and Disclosure Statement	N/A	0.00
20 - Travel (Non-Working)	N/A	0.00
24 - Other	0.90	397.50
<b>TOTAL</b>	<b>15.40</b>	<b>\$ 5,030.00</b>

**Monthly Expense Summary for the Period November 1, 2010, through November 30, 2010:**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses (CDN \$)</b>
Photocopies (In House)		0.00
Postage		0.00
Long Distance Calls		0.00
Harmonized Sales Tax 13%		\$ 653.90
<b>TOTAL</b>		<b>\$ 653.90</b>

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the "Applicant") has today filed this Notice of Monthly Fee and Expenses Invoice for November 1, 2010, through November 30, 2010, (this "Monthly Fee Statement")<sup>2</sup> pursuant to the Modified Order Granting The Canadian ZAI Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised

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<sup>2</sup>Applicant's Invoice for November 1, 2010, through November 30, 2010, is attached hereto as **Exhibit A**.

Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before January 24, 2011, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period November 1, 2010, through November 30, 2010, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$5,030.00, and actual and necessary expenses in the amount of CDN \$653.90 (includes 13% Harmonized Sales Tax) for a total

allowance of CDN \$5,683.90; Actual Interim Payment of CDN \$4,024.00 (80% of the allowed fees) and reimbursement of CDN \$653.90 (100% of the allowed expenses) be authorized for a total payment of CDN \$4,677.90; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: January 5, 2011

Respectfully submitted,

By: /s/ Daniel K. Hogan  
Daniel K. Hogan (DE Bar No. 2814)  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, Delaware 19806  
Telephone: 302.656.7540  
Facsimile: 302.656.7599  
Email: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)

**Counsel to the Representative Counsel as Special  
Counsel for the Canadian ZAI Claimants**

# **EXHIBIT A**

W.R. GRACE & CO., et al.  
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION  
DATE:  
November 30, 2010  
OUR FILE NO: 05L121

**Scarfone Hawkins LLP**  
BARRISTERS AND SOLICITORS  
ONE JAMES STREET SOUTH  
14TH FLOOR  
P.O. BOX 926, DEPOT #1  
HAMILTON, ONTARIO  
L8N 3P9

TELEPHONE  
905-523-1333

TELEFAX  
905-523-5878

H.S.T. REGISTRATION NO. **873984314 RT – 0001**

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**CANADIAN ZAI MONTHLY FEE APPLICATION**  
(November 1, 2010 – November 30, 2010)

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DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
11 /01/10	<i>receipt of and respond to class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /01/10	<i>receipt Careen Hannouche email re: meeting</i>	DT	\$475.00	0.10	\$47.50
11 /01/10	<i>receipt Careen Hannouche email, memo to Matt Moloci re: meeting</i>	DT	\$475.00	0.10	\$47.50
11 /01/10	<i>Emails from David Thompson and Careen Hannouche regarding scheduling of meeting in Montreal with Lauzon, Belanger concerning claims administration</i>	MGM	\$375.00	0.10	\$37.50
11 /02/10	<i>receipt of and respond to class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /02/10	<i>receipt Matt Moloci memo, letter to Careen Hannouche and Michel Belanger, etc., memo to Matt Moloci</i>	DT	\$475.00	0.25	\$118.75
11 /02/10	<i>Emails from David Thompson regarding scheduling of meeting in Montreal with Lauzon, Belanger concerning claims administration; email reply to Thompson</i>	MGM	\$375.00	0.10	\$37.50
11 /03/10	<i>receipt of class member inquiry via email and respond to same</i>	DT	\$475.00	0.10	\$47.50
11 /03/10	<i>Email from David Thompson to Careen Hannouche and Michel Belanger concerning Collectiva information and application for appointment as claims administrator</i>	MGM	\$375.00	0.10	\$37.50
11 /03/10	<i>Email from David Thompson to Careen Hannouche and Michel Belanger concerning proposed meeting in Montreal regarding claims administration</i>	MGM	\$375.00	0.10	\$37.50
11 /04/10	<i>emails to and from Careen Hannouche regarding information from Collectiva</i>	DT	\$475.00	0.10	\$47.50
11 /04/10	<i>emails to and from Anna Vetere (Collectiva) re: appointment as Claims Administrator</i>	DT	\$475.00	0.10	\$47.50

11 /04/10	<i>receipt Careen Hannouche email, memo to Matt Moloci, receipt Matt Moloci memo, letter to Careen Hannouche</i>	DT	\$475.00	0.25	\$118.75
11 /04/10	<i>receipt of and respond to class member inquiries</i>	DT	\$475.00	0.10	\$47.50
11 /04/10	<i>Email reply Careen Hannouche to David Thompson concerning Collectiva information and application for appointment as claims administrator; email from Anna Vetere of Collectiva; email reply from Thompson to Vetere; further email from Hannouche regarding proposed meeting in January 2011 for review of claims administration procedures and application for appointment of Collectiva as claims administrator; further emails from and to Thompson in follow-up regarding claims administration and proposed meeting</i>	MGM	\$375.00	0.20	\$75.00
11 /05/10	<i>receipt of and respond to various class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /05/10	<i>receipt Careen Hannouche email, etc., letter to Careen re: arranging meeting between counsel</i>	DT	\$475.00	0.10	\$47.50
11 /05/10	<i>emails to and from Careen Hannouche, make arrangements and book trip to Montreal travel (January 12, 2011) re: meeting with Collectiva for Claims Administration Process</i>	DT	\$475.00	0.45	\$213.75
11 /05/10	<i>Emails from David Thompson and Careen Hannouche regarding proposed meeting in Montreal to address claims administration</i>	MGM	\$375.00	0.10	\$37.50
11 /08/10	<i>receipt Keith Ferbers' email requesting an update as to the status of U.S. approval</i>	DT	\$475.00	0.10	\$47.50
11 /08/10	<i>finalize arrangements for meeting in Montreal, letter to Careen Hannouche and Michel Belanger, memo to Matt Moloci</i>	DT	\$475.00	0.25	\$118.75
11 /08/10	<i>Email from Keith Ferbers to Orestes Pasparakis requesting status report concerning U.S. plan approval</i>	MGM	\$375.00	0.10	\$37.50
11 /09/10	<i>follow-up email to Dan Hogan regarding application for approval of CDN claims administrator</i>	DT	\$475.00	0.10	\$47.50
11 /09/10	<i>receipt Careen Hannouche email enclosing Dan Hogan invoice, memo to Cindy Yates to process payment of invoice, receipt Keith Ferber email</i>	DT	\$475.00	0.25	\$118.75
11 /09/10	<i>Email from David Thompson to Dan Hogan regarding application for approval of CDN claims administrator</i>	MGM	\$375.00	0.10	\$37.50
11 /10/10	<i>receipt Karen Harvey email, memo to Matt Moloci, letter to Careen Hannouche with respect to the Hogan Firm August 2010 fee application, etc.</i>	DT	\$475.00	0.10	\$47.50
11 /10/10	<i>Email from Karen Harvey with attached remittance advice regarding payment of The Hogan Firm's August, 2010, monthly fee application; follow-up email from Cindy Yates to Sue McCormick; email from David Thompson to Careen Hannouche regarding receipt and reconciliation of funds</i>	MGM	\$375.00	0.10	\$37.50
11 /10/10	<i>Email from David Thompson confirming travel arrangements and meeting schedule for Montreal meeting concerning claims administration; reply to Thompson; further email from Thompson to Careen Hannouche confirming travel and meeting arrangements</i>	MGM	\$375.00	0.10	\$37.50
11 /12/10	<i>receipt Karen Harvey email with respect to wire transfer of funds of Hogan August 2010 monthly application</i>	DT	\$475.00	0.10	\$47.50

11 /12/10	<i>receipt and respond to various class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /12/10	<i>Email from Karen Harvey regarding bank wire of funds in payment of The Hogan Firm's Sixth Monthly Fee Application for August, 2010</i>	MGM	\$375.00	0.10	\$37.50
11 /15/10	<i>follow-up email to Dan Hogan re: claims administrator approval process</i>	DT	\$475.00	0.10	\$47.50
11 /15/10	<i>receipt Careen Hannouche email confirming possible January meeting</i>	DT	\$475.00	0.10	\$47.50
11 /15/10	<i>memos to and from Cindy Yates, receipt Sue McCormick memo re: receipt of wire transfer money, memo to Matt Moloci</i>	DT	\$475.00	0.25	\$118.75
11 /15/10	<i>emails to and from Karen Harvey, sign certification and return, letter to Collectiva, etc.</i>	DT	\$475.00	0.25	\$118.75
11 /15/10	<i>emails to and from Dan Hogan with respect to claims administration</i>	DT	\$475.00	0.25	\$118.75
11 /15/10	<i>Email from Careen Hannouche confirming meetings in Montreal on January 12 and 13, 2011, to address claims administration</i>	MGM	\$375.00	0.10	\$37.50
11 /15/10	<i>Emails from David Thompson and Cindy Yates regarding receipt and application of payment from Grace to The Hogan Firm</i>	MGM	\$375.00	0.10	\$37.50
11 /15/10	<i>Emails from David Thompson to and from Dan Hogan regarding proposed application to Court for appointment of Claims Administrator</i>	MGM	\$375.00	0.10	\$37.50
11 /15/10	<i>Emails from Karen Harvey regarding Third Quarterly Fee applications; review; email reply from David Thompson to Harvey</i>	MGM	\$375.00	0.20	\$75.00
11 /16/10	<i>receipt Karen Harvey emails, letters to and from Orestes Pasparakis, letter to Dan Hogan, etc.</i>	DT	\$475.00	0.35	\$166.25
11 /16/10	<i>Email from David Thompson to Anna Vetere regarding Collectiva promotional materials; email reply from Vetere</i>	MGM	\$375.00	0.20	\$75.00
11 /16/10	<i>Email from David Thompson to Orestes Pasparakis regarding application for appointment of Collective as claims administrator; email reply from Pasparakis</i>	MGM	\$375.00	0.20	\$75.00
11 /16/10	<i>Emails from Karen Harvey to James Luckey and counsel with attached Notices of 3rd Quarterly Fee Applications of The Hogan Firm, Scarfone Hawkins LLP and Lauzon Belanger for service and filing; review all</i>	MGM	\$375.00	0.30	\$112.50
11 /17/10	<i>emails to and from Dan Hogan regarding follow-up with U.S. counsel regarding appointment of claims administrator</i>	DT	\$475.00	0.10	\$47.50
11 /17/10	<i>Further email from David Thompson to Orestes Pasparakis regarding application to appoint Collectiva as Claims Administrator; email reply from Dan Hogan regarding follow-up with U.S. counsel regarding application to appoint Collectiva as claims administrator; email reply from Thompson to Hogan</i>	MGM	\$375.00	0.20	\$75.00
11 /18/10	<i>receipt of and respond to several class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /22/10	<i>receipt of and respond to various class member inquiries, etc.</i>	DT	\$475.00	0.35	\$166.25
11 /22/10	<i>receipt "Collectiva" letter, letter to Dan Hogan and co-counsel re: appointment of Claims Administrator</i>	DT	\$475.00	0.25	\$118.75

11 /22/10	<i>Email inquiry from possible CDN ZAI PD claimant Val</i>	MGM	\$375.00	0.10	\$37.50
11 /24/10	<i>receipt Dan Hogan email, receipt MGM memo, letter to Hogan and co-counsel, review Amended and Restated Minutes of Settlement</i>	DT	\$475.00	0.40	\$190.00
11 /24/10	<i>Email report from Dan Hogan regarding discussions with Jan Baer concerning coordination for application seeking appointment of CDN Claims Administrator and possible correspondence to Judge Fitzgerald concerning expiry of CDN settlement; email reply to Hogan; further emails from David Thompson and Hogan concerning issues raised and addressed</i>	MGM	\$375.00	0.30	\$112.50
11 /24/10	<i>Email from David Thompson to Dan Hogan with attached correspondence and brochure received from Collectiva Class Action Services Inc. for review and consideration concerning proposed appointment as CDN Claims Administrator; review</i>	MGM	\$375.00	0.30	\$112.50
11 /25/10	<i>Email from David Thompson to Dan Hogan regarding court approval and appointment of claims administrator and follow-up with Grace U.S. counsel; review</i>	MGM	\$375.00	0.10	\$37.50
11 /29/10	<i>receipt of and respond to various class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /29/10	<i>emails to and from Keith Ferbers re: status of U.S. Confirmation Order and follow-up with Orestes Pasparakis</i>	DT	\$475.00	0.10	\$47.50
11 /29/10	<i>Email from Keith Ferbers requesting update regarding U.S. Confirmation; email reply from David Thompson to Ferbers; reply from Ferbers</i>	MGM	\$375.00	0.20	\$75.00
11 /30/10	<i>receipt of and respond to various and multiple class member inquiries</i>	DT	\$475.00	0.25	\$118.75
11 /30/10	<i>review dockets for period November 1, 2010 to November 30, 2010, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosed monthly fee application for the period November 1, 2010 to November 30, 2010</i>	LC	\$90.00	5.00	450.00
<b>SUB-TOTAL</b>				<b>15.4</b>	<b>\$5,030.00</b>

<b>TIMEKEEPER</b>	<b>ID</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL</b>	<b>PLUS 13% H.S.T</b>
DAVID THOMPSON	DT	6.80	\$475.00	\$3,230.00	\$419.90
MATTHEW G. MOLOCI	MGM	3.60	\$375.00	\$1,350.00	\$175.50
LAW CLERK Cindy Yates 25 years	CY	5.00	\$90.00	\$450.00	\$58.50
<b>SUB-TOTAL:</b>		<b>15.4</b>		<b>\$5,030.00</b>	<b>\$653.90</b>
<b>TOTAL FEES AND TAXES:</b>	<b>\$5,683.90</b>				

THIS IS OUR FEE APPLICATION,  
Per:

**SCARFONE HAWKINS LLP**  
E. & O.E.

**\*Del. Bankr. LR 2016-2(e)(iii) allows for  
\$.10 per page for photocopies.**

# **EXHIBIT B**

**CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)**

PROVINCE OF ONTARIO :  
: ss  
CITY OF HAMILTON :


I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.

  
David Thompson

SWORN AND SUBSCRIBED  
Before me this 4<sup>TH</sup> day of January, 2011.

  
Notary Public  
My Commission Expires: \_\_\_\_\_

Cindy Lea Yates, a Commissioner, etc.,  
City of Hamilton, for Scarfone Hawkins LLP,  
Barristers and Solicitors.  
Expires March 21, 2012.